



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT ITS CONTENTS OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IMMEDIATELY. IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR SHARES IN AMEC plc, PLEASE SEND THIS DOCUMENT AND OTHER ENCLOSURES AT ONCE TO THE PURCHASER OR TRANSFEREE, OR TO THE PERSON THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

Dear Shareholder,

ANNUAL GENERAL MEETING OF AMEC plc

I have the pleasure of inviting you to the 2010 annual general meeting of AMEC plc which will be held at The Auditorium, Ground Floor, Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB on Thursday 13 May 2010 at 10.30am. The formal notice of the annual general meeting and explanatory notes of the resolutions on which you can vote are set out in this circular.

If you would like to vote on the resolutions but cannot come to the annual general meeting, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 10.30am on Tuesday 11 May 2010. Further information relating to the resolutions and proxy voting may be found in the notes to the notice of meeting.

Much of the business of the meeting will be familiar to shareholders but I would like to draw your attention to the following resolutions which are to be proposed:

Final dividend

A final dividend of 11.6 pence per share for the year ended 2009 is to be declared, to be paid on 1 July 2010 to all shareholders who are on the register of members on 28 May 2010.

Board appointments

Shareholders will be asked to approve proposals that Mr J M Green-Armytage and Mr S Y Brikho be re-elected as directors of the company.

Amendments to the articles of association

We are also asking shareholders to approve a number of amendments to the articles of association of the company to reflect the implementation of the Shareholder Rights Directive in the UK in August 2009, the remaining provisions of the Companies Act 2006 and certain amendments to the Uncertificated Securities Regulations 2001 in October 2009. An explanation of the main amendments is set out in Note 3 to the notice of meeting.

Retirement of KPMG Audit Plc and Appointment of Ernst & Young LLP

Following a review of the external auditors by a panel of board members, including all the members of the Audit Committee, a resolution is being proposed to appoint Ernst & Young LLP as auditors of the company in place of the retiring auditors KPMG Audit Plc.

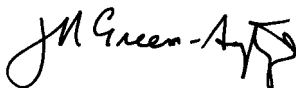
Notice of general meetings

The Shareholder Rights Directive was implemented in the UK in August 2009. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are again proposing a resolution at the annual general meeting so that we can continue to be able to do so.

Last year, the board decided that in the future, voting on each resolution set out in the notice of meeting will be conducted by way of poll rather than a show of hands. A poll enables the views of shareholders who are unable to attend the meeting, but who have completed a proxy form, to be taken into account. A poll also takes into account the number of votes attaching to the shares held by each voting shareholder, which the board believes is a more democratic procedure.

Your directors believe that all the proposed resolutions are in the best interests of the company and unanimously recommend you to vote in favour of all the resolutions set out in the attached notice, as they intend to do in respect of their own shareholdings.

Yours sincerely



Jock Green-Armytage

Chairman

31 March 2010

Inspection of documents:

There will be available for inspection at the registered office of the company and at the company's offices, 76-78 Old Street, London EC1V 9RU, during business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this notice until the date of the annual general meeting and at The Auditorium, Ground Floor, Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB, from 10.15am on 13 May 2010 until the conclusion of the meeting, copies of the register of directors' interests, copies of all service contracts of the directors with the company or any of its subsidiary undertakings and a copy of the articles of association of the company in their proposed amended form.

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Notice is hereby given that the 2010 annual general meeting of AMEC plc will be held at The Auditorium, Ground Floor, Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB on Thursday 13 May 2010 at 10.30am, for the following purposes:

- 1 To receive the accounts and the reports of the directors and the auditors for the year ended 31 December 2009 (Resolution 1).
- 2 To declare a final dividend of 11.6 pence per share (Resolution 2).
- 3 To approve the directors' remuneration report (Resolution 3).
- 4 To approve the remuneration policy set out in the directors' remuneration report (Resolution 4).
- 5 To re-elect directors: Mr J M Green-Armytage, and Mr S Y Brikho who retire in accordance with article 77 of the articles of association of the company (Resolutions 5 and 6).
- 6 To consider and, if thought fit, pass the following resolutions: That Ernst & Young LLP be and are hereby appointed as auditors of the company in place of the retiring auditors KPMG Audit Plc, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the company (Resolution 7) and to authorise the directors to fix the remuneration of the auditors (Resolution 8).
- 7 As special business, to consider and, if thought fit, pass the following resolutions:

As a special resolution (Resolution 9):

That, with effect from the end of this annual general meeting, the articles of association of the company be amended in accordance with the proposed amendments set out in the amended articles of association produced to the meeting which are initialled by the chairman of the meeting for the purpose of identification.

As an ordinary resolution (Resolution 10):

That subject to the passing of Resolution 9 above, that the authority conferred on the directors by paragraph 6.2 of Article 6 of the company's articles of association be renewed for the period ending at the end of the annual general meeting in 2011 (or on 1 July 2011, whichever is the earlier), and for such period the Section 551 Amount shall be £55,330,800. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 or Section 80 of the Companies Act 1985.

As a special resolution (Resolution 11):

That subject to the passing of Resolution 9 and Resolution 10 above, the power conferred on the directors by paragraph 6.3 of Article 6 of the company's articles of association be renewed for the period referred to in such resolution and for such period the Section 561 Amount shall be £8,299,620. Such authority shall be in substitution for all previous authorities pursuant to Section 561 of the Companies Act 2006 or Section 89 of the Companies Act 1985.

As a special resolution (Resolution 12):

That the company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006, to make market purchases (as defined in Section 693 of that Act) of shares of 50 pence each in the capital of the

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company provided that:

- (a) the maximum number of shares which may be purchased is 33,198,479;
- (b) the minimum price which may be paid for a share (exclusive of expenses) is 50 pence;
- (c) the maximum price which may be paid for a share is an amount (exclusive of expenses) not exceeding 105 per cent of the average of the closing price of the shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
- (d) this authority shall expire at the conclusion of the annual general meeting of the company to be held in 2011 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed, wholly or partly, after such expiry) unless such authority is renewed prior to such time.

As a special resolution (Resolution 13):

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the board

Michael Blacker

Company Secretary

31 March 2010

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Notes

Resolutions 1 to 8 and Resolution 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9, 11, 12, and 13 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

In line with best practice, voting on all resolutions set out in the notice of meeting will be by poll rather than by show of hands.

- 1 For Resolutions 5, and 6, biographical details of the directors standing for re-election can be found on page 36 of the annual report and accounts.
- 2 Resolution 7 - following a review of the external auditors by a panel of board members, including all the members of the Audit Committee, a resolution is being proposed to appoint Ernst & Young LLP as auditors of the company in place of the retiring auditors KPMG Audit Plc. As required under Section 519 of the Companies Act 2006, KPMG will provide to the company a statement setting out the circumstances connected with their ceasing to hold office and in accordance with Section 520 of the said Act, the company will circulate this statement to shareholders within 14 days of receipt.
- 3 It is proposed in Resolution 9, to amend the articles of association primarily to update the allotment and pre-emption provisions in the articles and to reflect the implementation of the Shareholder Rights Directive in the UK in August 2009, the remaining provisions of the Companies Act 2006 and certain amendments to the Uncertificated Securities Regulations 2001 in October 2009. These amendments are further explained below.

(i) Allotment and pre-emption authorities - The existing articles contain authority to allot shares and a disapplication of pre-emption rights, which the company would renew at each annual general meeting. These provisions have been updated to bring them in line with the allotment and pre-emption provisions in the Companies Act 2006. The company intends to continue renewing these authorities by proposing resolutions at annual general meetings.

(ii) Adjournment for lack of quorum - Under the Companies Act 2006 as amended by the Companies (Shareholders' Rights) Regulations 2009, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The existing articles have been amended to reflect this requirement.

(iii) Reasons for refusals to register a transfer - Companies are required to give a reason if they refuse to register a transfer of shares under the Companies Act 2006 but after 1 October 2009 this requirement has ceased to apply to transfers of uncertificated securities by virtue of amendments to the Uncertificated Securities Regulations 2001. This provision has hence been removed from the existing articles to reflect this position.

(iv) Notice of general meetings - The Companies (Shareholders' Rights) Regulations 2009 amend the Companies Act 2006 to require a company to give 21 clear days' notice of general meetings unless the company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The wording

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in the existing articles has been amended to reflect this position. Wording has been added to the existing articles to bring them in line with Regulations 41(3)-(4) of the CREST Regulations, which require that the company may determine that only those members who are entered in the register on a day (not more than 21 days after the notice is sent) are entitled to receive the notice.

(v) Contents of notice of general meetings -

The provisions in the existing articles have been amended to bring them in line with Sections 283(6), 311 and 337 of the Companies Act 2006 as amended by the Companies (Shareholders' Rights) Regulations 2009.

(vi) Voting Record Date -

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations a company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The existing articles have been amended to reflect this requirement.

(vii) Voting by proxies on a show of hands -

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The existing articles have been amended to reflect this position.

(viii) Rights of proxies -

The existing articles have been amended to bring them in line with the requirement under Section 324A of the Companies Act 2006, which provides that the proxy must act in accordance with the instructions of his appointer.

- 4 The purpose of Resolution 10 is to renew the directors' power to allot shares. The authority will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £55,330,800 which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the company, exclusive of treasury shares, as at 15 March 2010. At 15 March 2010, the company held 5,981,072 treasury shares which represents 1.80 per cent of the total number of ordinary shares in issue, excluding treasury shares, at that date. There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. If the resolution is passed, the authority will expire on the earlier of 1 July 2011 and the end of the annual general meeting in 2011.
- 5 If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme) company law requires that these shares are offered first to shareholders in proportion to their existing holdings. The purpose of Resolution 11 is to authorise the directors to allot new

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shares pursuant to the authority given by Resolution 10, or sell treasury shares, for cash in connection with a pre-emptive offer or rights issue or otherwise up to a nominal value of £8,299,620 equivalent to five per cent of the total issued ordinary share capital of the company as at 15 March 2010, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. The board considers the authority in Resolution 11 to be appropriate in order to allow the company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the company within a rolling three-year period without prior consultation with shareholders.

- 6 Resolution 12 renews the authority given to the directors at last year's annual general meeting and enables the company to purchase up to 10 per cent of the shares of the company in issue, excluding any shares held in treasury, as at 15 March 2010, the latest practicable date prior to publication of this document. The Resolution authorises the purchase of up to a maximum of 33,198,479 shares, until the conclusion of the annual general meeting of the company to be held in 2011. The company's exercise of this authority is subject to the stated upper and lower limits on the price payable, which reflect the requirements of the Listing Rules. Pursuant to the applicable legislation, the

company can hold the shares which have been repurchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The directors believe that it is desirable for the company to have this choice and may hold any shares purchased under this authority as treasury shares.

Pursuant to the existing authority which was further renewed at last year's annual general meeting, as at 15 March 2010, 7.8 million shares have been purchased in the market since 10 January 2007, for an aggregate price of £53.5 million (including costs). During the year, 0.86 million shares were purchased and 0.53 million were utilised in satisfying awards under the UK and international SAYE share option schemes. As at 15 March 2010, 6.0 million shares remain in treasury.

Holding the repurchased shares as treasury shares will give the company the ability to re-sell or transfer them in the future and so provide the company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Further shares will only be repurchased if the directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share,

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unless they are subsequently resold or transferred out of treasury.

If any shares repurchased by the company and held in treasury are used for the purposes of its employee share schemes, the company will count those shares towards the limits on the number of new shares which may be issued under such schemes.

As at 15 March 2010, there were 6,033,186 outstanding options granted under all share option schemes operated by the company which, if exercised, would represent 1.82 per cent of the issued share capital of the company, excluding any shares held in treasury. If this authority were exercised in full, that percentage would increase to 2.02 per cent.

- 7 Resolution 13 which relates to notice of general meetings is required to reflect the implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive increased the notice period for general meetings of the company to 21 days. The company is currently able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 13 again seeks such approval. The approval will be effective until the company's next annual general meeting, when it is intended that a similar resolution will be proposed. The company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.
- 8 A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the annual general meeting. A proxy need not be a shareholder of the company. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
- 9 A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
- 10 To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the company's registrars Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 11 below or (c) the proxy appointment must be registered electronically on the website at capitashareportal.com (select the "Proxy Voting" link) in each case so as to be received no later than 10.30am on Tuesday 11 May 2010. If option (c) is used and the member has not previously registered for electronic communications, the member will first be asked to register as a new user, for which that member will require its investor code (which can be found on the enclosed proxy form, share certificate and dividend tax voucher), family name and post code (if resident in the UK).
- 11 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with

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- Section 146 of the Companies Act 2006 (“nominated persons”). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 12 Holders of ordinary shares are entitled to attend and vote at general meetings of the company. The total number of issued ordinary shares (excluding treasury shares) in the company on 15 March 2010, which is the latest practicable date before the publication of this document is 331,984,799 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 15 March 2010 are 331,984,799.
 - 13 Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the company’s register of members at 6.00pm on Tuesday 11 May 2010 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
 - 14 To facilitate entry to the meeting, members are requested to bring with them the admission card which is attached to the proxy card.
 - 15 Members should note that the doors to the AGM will be open at 10.00 am.
 - 16 Mobile phones may not be used in the meeting hall and cameras, tape or video recorders are not allowed in the meeting hall.
 - 17 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
 - 18 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID “RA10”) by the latest time(s) for receipt of proxy appointments specified in Note 10 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.

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- 19 CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 20 The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 21 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 22 Shareholders should note that, under Section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting for the financial year beginning 1 January 2009; or (ii) any circumstance connected with an auditor of the company appointed for the financial year beginning 1 January 2009 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting for the relevant financial year includes any statement that the company has been required under Section 527 of the Companies Act 2006 to publish on a website.
- 23 Any member attending the meeting has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
- 24 A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at amec.com.

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- 25 Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the company's website and notified to the UK Listing Authority once the votes have been counted and verified.
- 26 Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the company for any purposes other than those expressly stated.
- 27 A copy of the report and accounts for the year ended 31 December 2009 (which includes the directors' remuneration report referred to in Resolutions 3 and 4) is available at amec.com.

